

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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PROFESSIONAL FIGHTERS LEAGUE, LLC,	:	
	:	
Plaintiff,	:	
-against-	:	
	:	24-cv-1335 (VEC)
	:	
TAKEOVER INDUSTRIES INC., also known as	:	<u>ORDER</u>
NXT LVL,	:	
	:	
Defendant.	:	
-----X		

VALERIE CAPRONI, United States District Judge:

WHEREAS on February 22, 2024, Plaintiff filed a Complaint against Defendant Takeover Industries, Inc., also known as NXT LVL; Compl., Dkt. 1;

WHEREAS because the Complaint did not allege sufficiently diversity of citizenship, the Court ordered Plaintiff to file an amended complaint that cured the deficiencies, Order, Dkt. 4;

WHEREAS on March 19, 2024, Plaintiff filed an Amended Complaint that added some allegations about the parties' citizenships but is still insufficient to allege diversity jurisdiction, *see* Amended Compl., Dkt. 6;

WHEREAS a corporation is "deemed to be a citizen of every State and foreign state by which it has been incorporated and of the State or foreign state where it has its principal place of business," 28 U.S.C. § 1332(c);

WHEREAS "a limited liability company has the citizenship of its members," *see Jean-Louis v. Carrington Mortg. Servs., LLC*, 849 F. App'x 296, 298 (2d Cir. 2021);

WHEREAS a complaint premised upon diversity of citizenship must allege the citizenship of natural persons who are members of an LLC and the place of incorporation and principal place of business of any corporate entities that are members of the LLC (including the

citizenship of any members of the LLC that are themselves LLCs), *see Handelsman v. Bedford Vill. Assocs. L.P.*, 213 F.3d 48, 51–52 (2d Cir. 2000); *see also, e.g., In re Bank of Am. Corp. Sec., Derivatives, and ERISA Litig.*, 757 F. Supp. 2d 260, 334 n.17 (S.D.N.Y. 2010);

WHEREAS the Amended Complaint alleges that Plaintiff Professional Fighters League, LLC is a limited liability company that is incorporated under the laws of the State of New York and has a principal place of business in New York, *see* Amended Compl. ¶ 1;

WHEREAS the Amended Complaint alleges that the sole member of the Plaintiff LLC is a corporation but does not allege the citizenship of that member corporation, *id.* ¶ 4;

WHEREAS it is unclear from the Amended Complaint if Defendant Takover Industries, Inc. is a limited liability company or a corporation;

WHEREAS the Amended Complaint alleges that Defendant Takeover Industries, Inc. is a “limited liability company,” Amended Compl. ¶ 2;

WHEREAS the Amended Complaint also alleges that Defendant has “shareholders,” *id.* ¶ 4, and that Defendant’s name contains the abbreviation “Inc.,” *id.* ¶ 2, which are characteristics of a corporation rather than an LLC;

WHEREAS the Amended Complaint does not allege properly Defendant’s citizenship regardless of whether Defendant is an LLC or corporation;

WHEREAS if Defendant is an LLC, the amended complaint does not allege the members of the Defendant LLC or the citizenship of those members; and

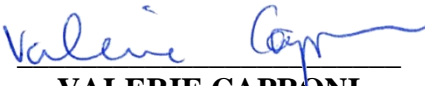
WHEREAS if Defendant is a corporation, the amended complaint lists only its principal place of business and not its place of incorporation;

IT IS HEREBY ORDERED that by no later than **Tuesday, March 26, 2024**, Plaintiff must file a second amended complaint that cures the deficiencies described herein or the complaint will be dismissed without prejudice for lack of subject matter jurisdiction.

Specifically, Plaintiff must allege the citizenship of the corporation that is the sole member of Plaintiff LLC by stating the corporation's state of incorporation and principal place of business. Plaintiff must also clarify whether Defendant is an LLC or a corporation and allege its citizenship. If Defendant is an LLC, then the second amended complaint must list the LLC's members and the citizenship of each member. If Defendant is a corporation, then the second amended complaint must state Defendant's state of incorporation.

**SO ORDERED.**

**Date: March 20, 2024**  
**New York, New York**

  
**VALERIE CAPRONI**  
**United States District Judge**